

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
15375 MEMORIAL CORPORATION, <i>et al.</i> ,	)	Bankr. Case No. 06-10859 (KG)
Debtors.	)	(Jointly Administered)
_____	)	
BEPCO LP,	)	
Appellant,	)	
v.	)	Civil Action No. 08-313 (SLR)
GlobalSantaFe Corporation, <i>et al.</i> ,	)	Bankruptcy Case No. 06-10859
Appellees.	)	ADV 06-50822
_____	)	AP 08-29
BEPCO LP,	)	
Appellant,	)	
v.	)	Civil Action No. 08-314 (SLR)
Santa Fe Minerals Inc.,	)	Bankruptcy Case No. 06-10859
Appellee.	)	ADV 06-50822
_____	)	AP 08-30
GLOBAL SANTA FE CORPORATION, <i>et al.</i> ,	)	
Appellant,	)	Civil Action No. 08-318 (SLR)
v.	)	Bankruptcy Case No. 06-10859
15375 Memorial Corporation, <i>et al.</i> ,	)	ADV 06-50822
Appellees.	)	AP 08-34A
_____	)	

15375 MEMORIAL CORPORATION, <i>et al.</i> ,	)	
	)	
Appellant,	)	
	)	Civil Action No. 08-319 (SLR)
v.	)	
	)	Bankruptcy Case No. 06-10859
BEPCO LP,	)	ADV 06-50822
	)	AP 08-35B
Appellee.	)	
_____	)	
BEPCO LP,	)	
	)	
Appellant,	)	
	)	Civil Action No. 08-321 (SLR)
v.	)	
	)	Bankruptcy Case No. 06-10859
GlobalSantaFe Corporation, <i>et al.</i> ,	)	ADV 06-50822
	)	AP 08-29
Appellees.	)	
_____	)	
BEPCO LP,	)	
	)	
Appellant,	)	Civil Action No. 08-322 (SLR)
	)	
v.	)	Bankruptcy Case No. 06-10859
	)	ADV 06-50822
GlobalSantaFe Corporation, <i>et al.</i> ,	)	AP 08-30
	)	
Appellees.	)	
_____	)	
GLOBAL SANTA FE CORPORATION, <i>et</i>	)	
<i>al.</i> ,	)	
	)	
Appellant,	)	Civil Action No. 08-325 (SLR)
	)	
v.	)	Bankruptcy Case No. 06-10859
	)	ADV 06-50822
15375 Memorial Corporation, <i>et al.</i> ,	)	AP 08-34
	)	
Appellees.	)	
_____	)	

15375 MEMORIAL CORPORATION, <i>et al.</i> ,	)	
	)	
Appellant,	)	
	)	Civil Action No. 08-326 (SLR)
v.	)	
	)	Bankruptcy Case No. 06-10859
BEPCO LP,	)	ADV 06-50822
	)	AP 08-35
Appellees.	)	
_____	)	

**BEPCO, L.P., F/K/A BASS ENTERPRISES PRODUCTION  
COMPANY'S LIMITED RESPONSE TO MOTION  
FOR CONSOLIDATION OF APPEALS**

Appellant BEPCO, L.P., f/k/a Bass Enterprises Production Company ("BEPCO"), hereby submits this limited response (the "Response") to the Motion For Consolidation Of Appeals (the "Consolidation Motion") filed by 15375 Memorial Corporation ("Memorial") and Santa Fe Minerals, Inc. ("Santa Fe" and, collectively with Memorial, the "Debtors"). In support hereof, BEPCO respectfully states as follows:

**BACKGROUND**

1. On April 28, 2008, BEPCO timely filed notices of appeal from (a) the Findings Of Fact And Conclusions Of Law (Bankr. D.I. 291; Adv. D.I. 164) (the "Opinion") and related Order (Bankr. D.I. 292; Adv. D.I. 165) (the "Order"); and (b) the Memorandum Opinion On Reargument (Bankr. D.I. 323; Adv. D.I. 193) (the "Reconsideration Opinion") and related Order (Bankr. D.I. 324; Adv. D.I. 194) (the "Reconsideration Order" and, collectively with the Reconsideration Opinion, the "Reconsideration Opinion and Order") each issued by the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). The Opinion and Order and the Reconsideration Opinion and Order each denied the relief requested in the Motion Of BEPCO, L.P., f/k/a Bass Enterprises Production Company, For Order (I) Dismissing

Debtors' Chapter 11 Cases For Bad Faith, Cause Under 11 U.S.C. § 1112(b) And Ineligibility Under 11 U.S.C. § 109, (II) Dismissing Or Suspending Debtors' Chapter 11 Cases Under 11 U.S.C. § 305(a)(1), (III) Converting Debtors' Chapter 11 Cases To Cases Under Chapter 7 Of The Bankruptcy Code Pursuant To 11 U.S.C. § 1112(b), (IV) Appointing A Trustee Pursuant To 11 U.S.C. § 1104(a), Or, (V) Appointing An Examiner Pursuant To 11 U.S.C. § 1104(c) and a related memorandum of law in support thereof (Bankr. D.I. 21 & 22).

2. On May 7, 2008, the Debtors and the GSF Entities<sup>1</sup> each filed notices of cross-appeal from the Opinion and Order and the Reconsideration Opinion and Order (Bankr. D.I. 336 & 337; Adv. D.I. 206 & 207).

3. All appeals were subsequently docketed with this Court on May 27 & 29, 2008, and assigned the following case numbers: 08-313 (SLR), 08-314 (SLR), 08-318 (SLR), 08-319 (SLR), 08-321 (SLR), 08-322 (SLR), 08-325 (SLR) and 08-326 (SLR).<sup>2</sup>

4. On June 4, 2008,<sup>3</sup> the Debtors filed the Consolidation Motion, seeking consolidation of the eight (8) above-captioned civil actions so that they "may all proceed under

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<sup>1</sup> The GSF Entities are GlobalSantaFe Corporation, GlobalSantaFe Corporate Services, Inc. and Entities Holdings, Inc.

<sup>2</sup> Because there were direct and cross appeals from both the Opinion and Order and the Reconsideration Opinion and Order and because each of those decisions was docketed in both the above-captioned main bankruptcy case and a related adversary proceeding, eight related appeals have been docketed by the Clerk.

<sup>3</sup> Also on June 4, 2008, BEPCO filed the BEPCO, L.P., f/k/a Bass Enterprises Production Company's Emergency Request For Certification For Direct Appeal To The United States Court Of Appeals For The Third Circuit Pursuant To 28 U.S.C. § 158(d)(2) (the "Certification Request"). Out of an abundance of caution, BEPCO filed the Certification Request separately in each of the appeals initiated by BEPCO because the Consolidation Motion is still pending and has not yet been acted upon by this Court.

the same timeline and procedure with respect to mediation, briefing, argument, and so forth.” Consolidation Motion, ¶ 11.

LIMITED RESPONSE

5. BEPCO believes it was the Debtors’ intent to seek only the joint administration of the above-captioned civil actions.<sup>4</sup> However, as the Consolidation Motion is silent as to whether the Debtors are seeking joint administration for procedural or substantive purposes, BEPCO files this Response out of an abundance of caution.

6. BEPCO does not oppose the relief requested by the Debtors in the Consolidation Motion to the extent the Debtors are seeking such relief for procedural purposes only. To the extent the Debtors are seeking more than the joint administration of these appeals for procedural purposes, BEPCO would oppose such relief and hereby reserves all of its rights to amend this Response accordingly.

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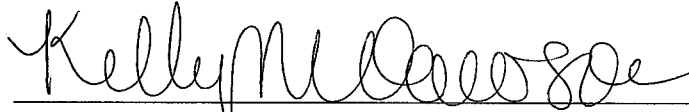
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<sup>4</sup> Although the Consolidation Motion recites that BEPCO consented, BEPCO was not shown the Consolidation Motion prior to its filing. BEPCO’s consent was only to the joint administration of the appeals for procedural purposes.

WHEREFORE, BEPCO respectfully requests that this Court enter an order authorizing the joint administration of the above-captioned civil actions for procedural purposes only.

Dated: Wilmington, Delaware  
June 5, 2008

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

A handwritten signature in black ink, appearing to read "Kelly M. Dawson", is written over a horizontal line.

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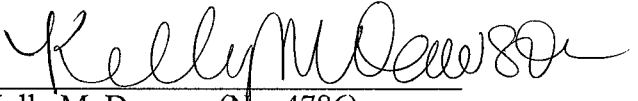
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**CERTIFICATE OF SERVICE**

I, Kelly M. Dawson, certify that I am not less than 18 years of age, and that service of the **BEPCO, L.P. f/k/a Bass Enterprises Production Company's Limited Response To Motion For Consolidation Of Appeals** was caused to be made on June 5, 2008, in the manner indicated upon the parties on the attached list.

Under penalty of perjury, I declare that the foregoing is true and correct.

Dated: June 5, 2008

  
\_\_\_\_\_  
Kelly M. Dawson (No. 4786)

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